

CHARLESWORTH TOM G  
Form 3  
December 17, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CHARLESWORTH TOM G			(Month/Day/Year)		COUSINS PROPERTIES INC [CUZ]	
(Last)	(First)	(Middle)	12/08/2009		4. Relationship of Reporting Person(s) to Issuer	
191 PEACHTREE ST					5. If Amendment, Date Original Filed(Month/Day/Year)	
NE,Â SUITE 3600					(Check all applicable)	
(Street)					<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
ATLANTA,Â GAÂ 30303					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	94,985	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	12/10/2004	12/10/2013	Common Stock	10,600 <sup>(1)</sup> \$ 22.49		D	Â
Stock Options (Right to Buy)	12/08/2005	12/08/2014	Common Stock	42,627 <sup>(1)</sup> \$ 28.44		D	Â
Stock Options (Right to Buy)	12/09/2006	12/09/2015	Common Stock	13,228 <sup>(1)</sup> \$ 26.11		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARLESWORTH TOM G 191 PEACHTREE ST NE SUITE 3600 ATLANTA, GA 30303	Â X	Â	Â	Â

## Signatures

/s/ Kristin R. Myers, by Power of Attorney 12/16/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock Options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The options vest 25% per year on each anniversary date, with shares being 100% vested in year four of the grant term. The options held by Director Charlesworth were granted to him when he served as a Section 16 officer of the Company. He retired on 1/1/2007 with all of his outstanding options fully vested, and subject to the expiration date listed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.